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August 25, 2010

Via ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

**Re: WC Docket No. 10-156 - In the Matter of the Joint Application of O1
Communications, Inc., Assignor, and U.S. TelePacific Corp., Assignee, for
Grant of Authority Pursuant to Section 214 of the Communications Act of
1934, as amended, and Section 63.04 of the Commission's Rules to Complete an
Assignment of Assets of an Authorized Domestic Section 214 Carrier
AMENDMENT**

Dear Ms. Dortch:

Pursuant to the request of Team Telecom, U.S. TelePacific Corp. files the attached
Amendment to the Application. Please direct any questions regarding this filing to us.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for U.S. TelePacific Corp.

cc: Richard Sofield (DOJ) (Richard.Sofield2@usdoj.gov)
Joanne Ongman (DOJ) (Joanne.Ongman@usdoj.gov)
Richard Hagar (DHS) (richard.hagar@dhs.gov)
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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of the Joint Application of)

O1 COMMUNICATIONS, INC.,)

Assignor,)

and)

U.S. TELEPACIFIC CORP.,)

Assignee,)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Section 63.04 of the)
Commission's Rules to Complete an)
Assignment of Assets of an Authorized)
Domestic Section 214 Carrier)
_____)

WC Docket No. 10-156

AMENDMENT TO APPLICATION

U.S. TelePacific Corp. ("TelePacific") and O1 Communications, Inc. ("O1" and together with TelePacific, "Applicants"), hereby amend the above-referenced Application to make express Applicants' request that the Commission's grant of authority pursuant to section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission's Rules be conditioned on the continued compliance of TelePacific and U.S. TelePacific Holdings Corp. ("Holdings") with the terms of the Commitment Letter between TelePacific, Holdings., the U.S. Department of Justice, including the Federal Bureau of Investigations, and the U.S. Department of Homeland Security, dated February 6, 2007, a copy of which is attached hereto.

Applicants further request that the Commission maintain the Streamlined Pleading Cycle established for the Application and approve the Application with the condition requested by this Amendment.

Respectfully submitted,

A handwritten signature in blue ink that reads "Brett P Ferenchak". The signature is written in a cursive, slightly slanted style.

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Counsel for U.S. TelePacific Corp.

Dated: August 25, 2010



February 6, 2007

Sigal P. Mandelker
Deputy Assistant Attorney General
Criminal Division
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Elaine N. Lammert
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20535

Stewart Baker
Assistant Secretary for Policy
United States Department of Homeland Security
3801 Nebraska Avenue, N.W.
Washington, D.C. 20528

Dear Ms. Lammert, Mr. Baker, and Ms. Mandelker:

By letter dated March 2, 2005 (the "2005 Commitment Letter") and letter dated July 24, 2006 (the "2006 Commitment Letter") (together, the "Commitment Letters"), U.S. TelePacific Corp. ("Company"), a wholly owned subsidiary of U.S. TelePacific Holdings Corp., made certain commitments to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"). Those commitments addressed national security, law enforcement and public safety concerns raised with regard to the Company's application to the Federal Communications Commission ("FCC") regarding the transfer of certain assets from Pac-West Telecomm, Inc. to U.S. TelePacific Corp. and transfer of control of Mpower Communications Corp. to U.S. TelePacific Holdings Corp., respectively. By this letter, the Company agrees to extend the commitments made in the Commitment Letters to address any national security, law enforcement and public safety concerns that may be raised with regard to the application filed at the FCC for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized U.S. international and domestic common carrier, to wit, the transfer of control of Arrival Communications, Inc. to the Company.

In particular, this letter is being submitted for the purpose of extending the commitments made in the Commitment Letters by U.S. TelePacific Holdings Corp., to the operations of

Arrival Communications, Inc. following its acquisition by the Company. As a result, following the acquisition, the commitments as set forth in the Commitment Letters will apply with full force and effect to the Company's wholly owned telecommunications operating subsidiaries: U.S. TelePacific Corp., Mpower Communications Corp. and Arrival Communications, Inc.

In addition, on March 9, 2005, U.S. TelePacific Corp. designated a point of contact to hold authority and responsibility for accepting and overseeing compliance with a wiretap order, pen/trap order, subpoena or other lawful demand by U.S. law enforcement authorities for the content of communications or U.S. records, in accordance with the 2005 Commitment Letter. The Company hereby confirms that Mr. Erich Everbach, the designated contact set forth in U.S. TelePacific Corp.'s March 9, 2005 letter and affirmed in its July 24, 2006 letter for U.S. TelePacific Corp., including the customers acquired from Pac-West Telecomm, Inc. and U.S. TelePacific's Corp.'s affiliate Mpower Communications Corp., will also serve as the designated contact for Arrival Communications, Inc. following its acquisition by the Company. The Company also agrees that it will promptly notify the FBI, DOJ, and DHS of any change in such designation or any additional designees.

Mr. Everbach has his office in the United States, is a citizen of the United States, is resident in the United States, and already has a security clearance to accept and process National Security Letters. Mr. Everbach's contact information is:

Erich E. Everbach
Secretary and General Counsel
Office Address: 515 S. Flower Street, 47th Floor
Los Angeles, CA 90071-2201
Telephone: (213) 213-3690
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Home Address: 19322 Winged Foot Circle
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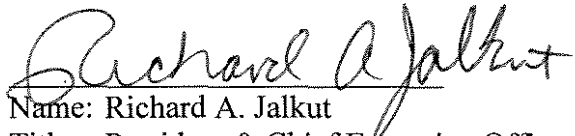
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February 6, 2007
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We understand that, upon execution of this letter by an authorized representative or attorney for the Company, the DOJ, FBI, and DHS shall notify the FCC that the DOJ, FBI, and DHS have no objection to the FCC's grant of the Company's application filed with the FCC.

Sincerely,

U.S. TelePacific Holdings Corp..
U.S. TelePacific Corp.

By: 
Name: Richard A. Jalkut
Title: President & Chief Executive Officer
Date: February 6, 2007

cc: Joseph Springsteen, Esq.
U.S. Department of Justice
950 Pennsylvania Avenue, N.W.
Criminal Division
Computer Crime and Intellectual Property Section
John C. Keeney Building, Suite 600
Washington, D.C. 20530-0001